

SEP 22 '99

11:25 AM

**BOMBARDIER
CAPITAL****Bombardier Capital Rail Inc.**

6900 Wedgwood Road, Suite 120
Maple Grove, MN 55311 United States
Telephone 1 (612) 420-8000
Fax 1 (612) 420-8003
<http://www.capital.bombardier.com>

August 2, 1999

Surface Transportation Board
Attn: Recordation of Railroad Equipment
1925 K. Street NW, Suite 704
Washington, D.C. 20423-0001

Dear Sir or Madam:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two originals of an Amendment dated as of February 25, 1999 to a Lease Memorandum previously recorded with the STB on February 25, 1998 as Recordation No. 21236. This Amendment is a secondary document as defined in the Board's Rules for Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:

Lessor: NorRail, Inc.
308 - 12th Avenue South
Buffalo, MN 55313
Phone: 612-416-7205

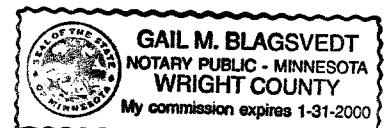
Lessee: Prinsburg Farmers Cooperative
c/o Cenex Harvest States Cooperative
P.O. Box 64796 MS 120
St. Paul, MN 55164-0796
Phone: 651-306-6511

The enclosed Amendment to Memorandum of Railcar Lease Agreement evidences the change of the Railcars which are subject to the Lease. Attached as Exhibit A to the Amendment is a Schedule which describes (by reporting mark and number) the forty-one (41) covered hopper railcars which are now subject to the Lease.

Enclosed is our check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one stamped copy of the enclosed document to the undersigned. If you have any questions or require any further information in connection with this filing, please contact the undersigned at 612-416-7205.

Very truly yours,

Bradley C. Gunstad
Vice President & General Counsel
Enclosures



FORMS/STB

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REC'D MAR 16 1999

Amendment No. 1 to Memorandum of Railcar Lease Agreement

THIS AMENDMENT NO. 1 TO MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of ^{February} ~~November~~ 25, 1998 by and between **NorRail, Inc.**, a Minnesota Corporation ("Lessor") and **Prinsburg Farmers Cooperative**, a Minnesota Corporation ("Lessee"), with reference to the following:

1. Lessor and Lessee have heretofore entered into a Memorandum of Lease that was recorded with the Surface Transportation Board on February 25, 1998 as Recordation Number 21236.
2. Lessor and Lessee desire to amend the Memorandum of Lease by deleting the Exhibit A attached thereto and by substituting in its place the Exhibit A attached hereto which describes forty-one (41) covered hopper railcars.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Amendment to Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: **NorRail, Inc.**By: **L. Lee Struble**
Vice President-Sales

Its: _____

By: **Bradley C. Gunstad**Its: **Vice President & General Counsel**LESSEE: **Prinsburg Farmers Cooperative**By: Its: General ManagerBy: Its: President

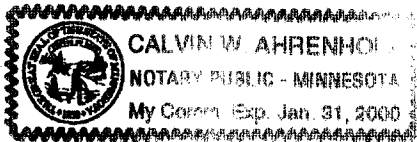
EXHIBIT A
To MEMORANDUM OF RAILCAR LEASE AGREEMENT
PRINSBURG FARMERS COOPERATIVES

1. NRLX046005
2. NRLX046019
3. NRLX046020
4. NRLX046021
5. NRLX046022
6. NRLX046023
7. NRLX046029
8. NRLX046055
9. NRLX046058
10. NRLX046060
11. NRLX046076
12. NRLX046079
13. NRLX046093
14. NRLX046114
15. NRLX046119
16. NRLX046131
17. NRLX046154
18. NRLX046156
19. NRLX046209
20. NRLX046211
21. NRLX046215
22. NRLX046216
23. NRLX046217
24. NRLX046262
25. NRLX046263
26. NRLX046264
27. NRLX046268
28. NRLX046269
29. NRLX046278
30. NRLX046389
31. NRLX046406
32. NRLX046408
33. NRLX046411
34. NRLX046509
35. NRLX047000
36. NRLX047001
37. NRLX047002
38. NRLX047003
39. NRLX047015
40. NRLX047022
41. NRLX047026

STATE OF MINNESOTA, COUNTY OF RAMSEY, TO WIT:

On this 24 day of February, 1998 before me personally appeared, Harvey Van Eps and Duane Mulder, to me personally known, who being by me duly sworn, says that they are the General Manager and President, respectively of Prinsburg Farmers Cooperative, a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



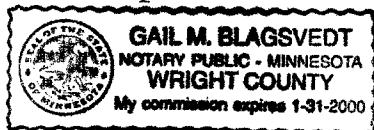
Cal W. Ahrenholz
Notary Public

My commission expires: 1-31-2000

STATE OF MINNESOTA, COUNTY OF WRIGHT, TO WIT:

On this 25th day of February, 1998 before me personally appeared, L. Lee Stubble and Bradley C. Gustad, to me personally known, who being by me duly sworn, says that they are the V.P. Sales and V.P. + General Counsel, respectively of NorRail, Inc., a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Gail M. Blagsvedt
Notary Public

My commission expires: 1-31-2000